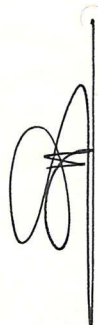




কজ ৫৯০১৬৩১


Mohammed Nasir Uddin Chowdhury
Managing Director
LankaBangla Finance Limited


Quamrul Islam
Chief Executive Officer
LankaBangla Asset Management Company Ltd.

INVESTMENT MANAGEMENT AGREEMENT

LANKABANGLA 1ST BALANCED UNIT FUND

This deed of INVESTMENT MANAGEMENT is made at Dhaka on this the 2nd day of December on the Christian era 2015.

BETWEEN


LankaBangla Finance Limited, having registered office at Safura Tower (Level-11), 20, Kemal Atatürk Avenue, Banani C/A, Dhaka-1213, represented by its Managing Director Mr. Mohammed Nasir Uddin Chowdhury, hereinafter referred to singly, severally and collectively as the AUTHOR or SPONSOR, which expression shall, unless it be repugnant to the subject or context or meaning thereof, include their representatives, successors-in-interest and assigns of the **FIRST PART**

AND

LankaBangla Asset Management Company Limited, an Asset Management Company, incorporated under the Companies Act 1994, of Bangladesh and registered with Securities & Exchange Commission on June 24, 2012, having its office at Rupsha Tower (Level-2), House 7, Flat 2/C, Banani C/A, Dhaka-1213, Bangladesh, represented by its Chief Executive Office Mr. Quamrul Islam, hereinafter referred to as the ASSET MANAGEMENT COMPANY or FUND



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Md. Anisur Nasir Uddin Chowdhury
Managing Director
LankaBangla Finance Limited


Quamrul Hossain
Chief Executive Officer
LankaBangla Asset Management Company Ltd.

MANAGER which expression shall, unless it be repugnant to the context or meaning thereof, include its representatives, successors-in-interest and assigns of the **SECOND PART**.

WHEREAS, the party of the First Part is a leading Non Banking Financial institution in Bangladesh, engaged in various types of investment and other non-banking financial services, having required capabilities and adequate skills in its concerned field of activities and offices and network of branches all over Bangladesh and are qualified and capable to be the Sponsor of an Open End Mutual Fund.

AND WHEREAS the party of the Second Part, is an Asset Management Company, engaged in, among others, asset management business having required capabilities, qualifications and adequate skills in its concerned fields of activities and is the ASSET MANAGEMENT COMPANY or FUND MANAGER as the case may be, of the "LANKABANGLA 1ST BALANCED UNIT FUND" by virtue of the Trust Deed drawn by the Sponsor and the Trustee of the Fund.

NOW, THEREFORE, with the intent to manage the "LankaBangla 1st Balanced Unit Fund" in particular and its various schemes established by the Sponsors of the Fund from time to time for the benefit of the small investors and the development of capital market of Bangladesh as are entrusted to the ASSET MANAGEMENT COMPANY (hereafter referred to as AMC) from time to




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Mohammed Nasir Uddin Chowdhury
Managing Director
LinkaBangla Finance Limited


Quamrul Hossain
Chief Executive Officer
LinkaBangla Asset Management Company Ltd.


time and in consideration of mutual covenants and arrangement hereinafter set forth it is hereby mutually agreed between the parties hereto as follows:


1. The AMC shall operate various Schemes of the fund approved by the trustee and manage funds of various Schemes as per the Trust Deed [hereinafter referred to as 'Deed'] and সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১ [hereinafter referred to as 'বিধিমালা'] with prior approval of the Commission.
2. Other than the duties and responsibilities mentioned in rule-33 of the বিধিমালা, the AMC, in assent with the Sponsor and the Trustee, shall not accept or operate any other work except determination of the size of the Scheme and its type and objectives, preparation of leaflet for the Scheme and taking consent of the Commission for these things, issuance of unit certificate of the Scheme, formation of investment portfolio and its management/operation, determination of NAV, preparation, submission, and presentation of financial and other reports without the prior approval of the Trustee and the Commission.
3. The AMC shall invest fund of various Schemes as per the Deed and the বিধিমালা.
4. The AMC shall not hypothecate any such portion of the assets of the Scheme or shall not receive any such asset to the Scheme which involves the assumption of any liability that is unlimited.
5. The AMC shall not offer any term loan or guarantee or undertake any activities which are in contravention of the বিধিমালা.


Md. Nasir Uddin Chowdhury
Managing Director
LankaBangla Finance Limited


Md. Quamrul Hossain
Chief Executive Officer
LankaBangla Asset Management Company Ltd.

6. No loss or financial expenditure incurred by the AMC or any of its officers or assigned persons shall be reimbursed from the assets of the Trust.
7. The AMC shall ensure that it will not supply any application form, declaration of sales proposal (except rate or yield related declaration), advertisement, report or any other printed material to any Unit holder, public, Newspapers, or potential clients for the purpose of communication without prior written approval of the Trustee and there shall not be any such statement which is extraneous to the Deed or the approved Scheme.
8. The AMC shall notify the investors the surrender value and net asset value of different schemes and the calculation methodology as per the time schedule set by the Trustee and the Commission.
9. Information regarding operation of various Schemes managed by the AMC shall have to be submitted to the Trustee on demand basis within the stipulated time mentioned by the Trustee to prove that the AMC is operating as per the Deed and the বিধিমালা.
10. The AMC shall submit quarterly report regarding activities of the Schemes of the Mutual Fund to the Commission and the Trustee and also submit interim report on the request of Trustee.
11. The Trustee, with prior approval from the Commission, reserves the right to dismiss the AMC on the ground of some definite reasons.


Mohammed Nasir Uddin Chowdhury
Managing Director
LankaBangla Finance Limited


Quamrul Islam
Chief Executive Officer
LankaBangla Asset Management Company Ltd.

IN WITNESS WHEREOF the Author/Sponsor has caused its common seal to be affixed to these presents and the Trustee has hereto set its hands the day and year above written.

The party of the First Part, the AUTHOR AND
Trustee:

The party of the Second Part, the ASSET
MANAGER


Mohammed Nasir Uddin Chowdhury
Managing Director
LankaBangla Finance Limited

(Mohammed Nasir Uddin Chowdhury)

Managing Director

LankaBangla Finance Limited


Quamrul Islam
Chief Executive Officer
LankaBangla Asset Management Company Ltd.

(Quamrul Islam)


CEO


LankaBangla Asset Management
Company Limited

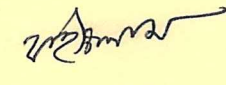
WITNESS:

WITNESS:

1. 
Chowdhury Shifuddin Mahmud
Assistant Manager-Treasury Division
LankaBangla Finance Limited

1. 
Simon Ibn Muzib
Head of Operation (Current Charge)
LankaBangla Asset Management Company Limited

2. 
Md. Kamruzzaman
Manager-Treasury Division
LankaBangla Finance Limited

2. 
A N M Fakhrul Islam
Assistant Manager
LankaBangla Asset Management Company Ltd.